

**CONSENT AGREEMENT**

Portage Solar, LLC, a Montana limited liability company ("Portage Solar"), at 3250 Ocean Park Blvd., Suite 355, Santa Monica, California, 90405, and Ayrshire Dairy Farm (the "Landowner"), at 4510 13<sup>th</sup> Street South, Great Falls, MT 59405, are parties to that certain Letter of Intent effective as of January 8, 2016 (the "LOI") relating to the construction and operation of a ground-mounted solar photovoltaic electric generating system, approximately 3 MW in size (the "Project") on approximately 30 acres of approximately 155.2 acres of that certain property owned by the Landlord, located between 33<sup>rd</sup> Ave. S, 40<sup>th</sup> Ave. S and 13<sup>th</sup> St. S, Great Falls, MT 59405, Geocode 02-3015-24-3-01-04-0000, Assessment Code 2452000 (the "Site").

WHEREAS, the LOI provides Portage Solar with the option to enter into a Site Lease Agreement (the "Lease") with the Landowner;

WHEREAS, Portage Solar and Landowner hereby enter into this consent agreement ("Consent Agreement") to confirm the use for the duration of the Project (the "Duration") located within the Site as set out in the Portage Solar, LLC Site Plan attached hereto as Exhibit A;

WHEREAS, the Duration of the Project shall commence on the date that Portage Solar begins construction on Site and shall continue for 30 years, unless earlier terminated, modified, or extended pursuant to the terms of the Lease;

WHEREAS, this Consent Agreement is expressly conditioned upon Portage Solar obtaining the requisite permits and approvals, if any, from federal, state, and local bodies of government;

WHEREAS, Portage Solar may use the Site only as the parties mutually agree pursuant to the LOI and Lease;

NOW, THEREFORE, the parties hereby consent and agree to Portage Solar's use of approximately 30 acres within the Site for the purposes and Duration of the Project, pursuant to the terms of the LOI and Lease. To the extent that the terms of this Consent Agreement conflict with the LOI or Lease, the terms of the LOI or Lease shall govern.

DATED November \_\_, 2016

DATED November 14, 2016

Portage Solar, LLC

Ayrshire Dairy Farm

DocuSigned by:  
  
 By \_\_\_\_\_  
 Name: Evan Riley  
 Its: Authorized Person


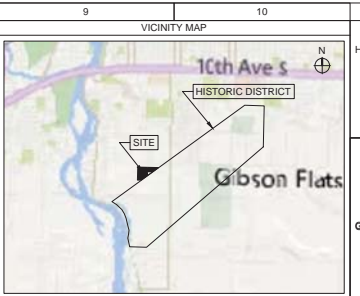
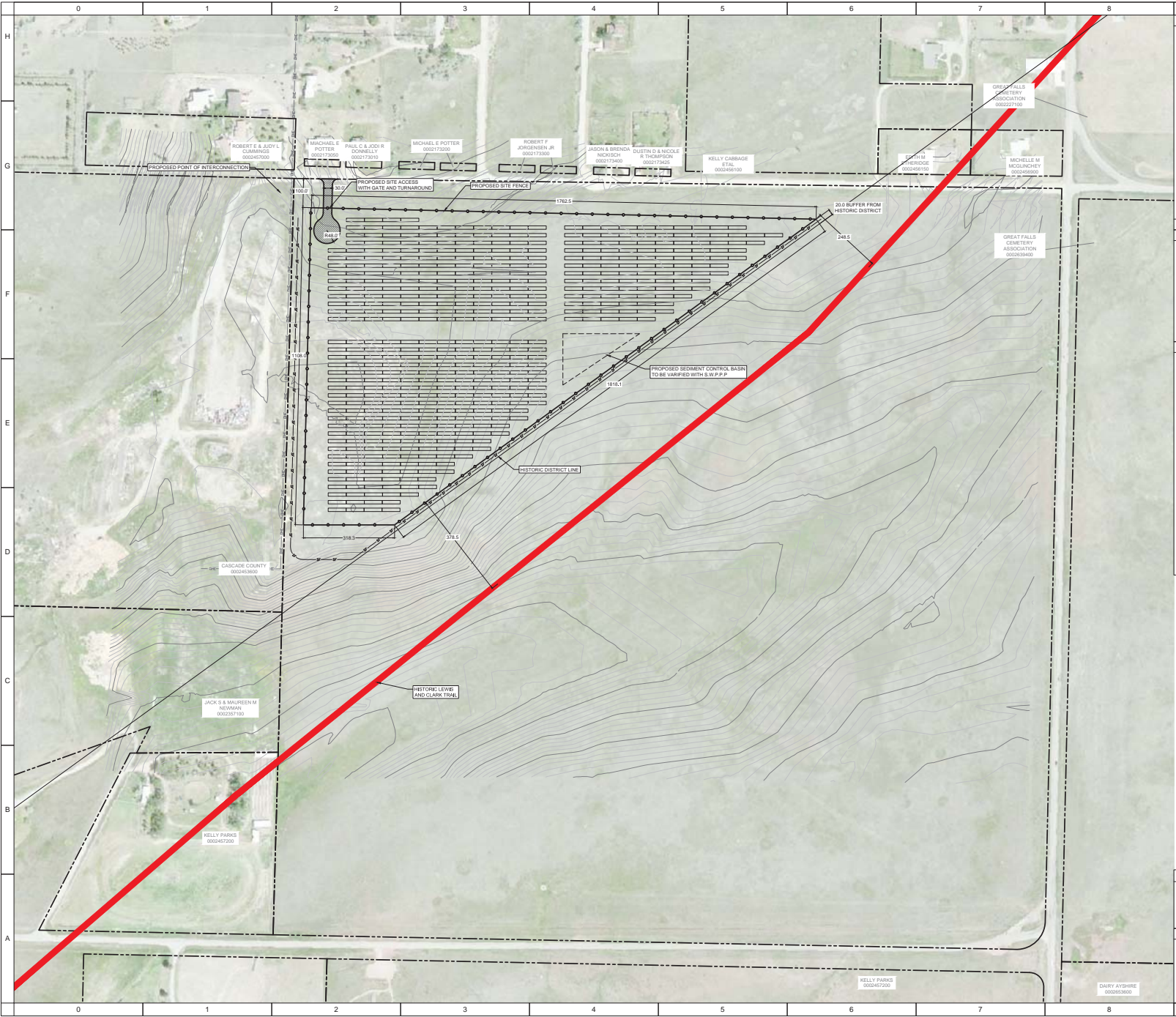
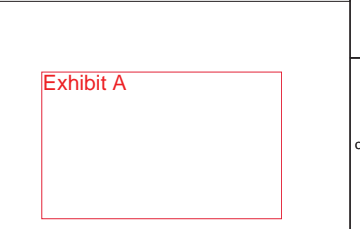
By   
 Name: Harry B. Mitchell  
 Its: Pres.

EXHIBIT A



SITE DATA			
ASSESSMENT CODE 00000000	PROPERTY OWNER ATRIUM DART	SITE ADDRESS 915 33RD AVE S GREAT FALLS, MT 59405	ACRES ± 19.37 AC
ZONING AURICADIAN CASCADE COUNTY	ZONING RUR	CURRENT LAND USE RUR	
PROPOSED USE SOLAR ENERGY SYSTEM	PRELIMINARY DISTURBED AREA ± 37 AC	PRELIMINARY SOLAR AREA ± 37 AC	
**PRELIMINARY ARE SUBJECT TO CHANGE**			

- GENERAL NOTES**
1. THE PURPOSE OF THIS PLAN IS FOR ZONING APPROVAL, FOR REVIEW AND APPROVAL BY CASCADE COUNTY, MT TO CONSTRUCT A SOLAR ENERGY FACILITY.
  2. THIS PLAN WAS PRODUCED UTILIZING GIS RESOURCES AND INFORMATION FROM MULTIPLE SOURCES, INCLUDING MONTANA CADASTRAL, NIN, GOOGLE EARTH, AND BING BANGERY.
  3. A PORTION OF THE SUBJECT PROPERTY DOES NOT LIE WITHIN A SPECIAL FLOOD HAZARD AS SHOWN ON THE FLOOD INSURANCE RATE MAP (COMMUNITY PANEL 30013030000, DATED 03/19/2013) PUBLISHED BY THE FEDERAL EMERGENCY MANAGEMENT AGENCY (FEMA).
  4. THE LOCATIONS OF PROPOSED IMPROVEMENTS, INCLUDING BUT NOT LIMITED TO FENCING, SOLAR ARRAY RACKING, INVERTER/TRANSFORMER PAD, OVERHEAD POLES AND LINES, ETC., SHOWN ARE APPROXIMATE AND ARE SUBJECT TO MODIFICATION DUE TO SITE CONDITIONS, ADDITIONAL PERMITTING REQUIREMENTS, EQUIPMENT SPECIFICATIONS, AND/OR OTHER CONSTRAINTS.
  5. PROJECT AREA INCLUDING CONSTRUCTION STAGING AREAS, WILL BE CLEARED AND GRUBBED AS NECESSARY, RETAINING PRE-EXISTING DRAINAGE PATTERNS TO THE BEST EXTENT POSSIBLE. CONSTRUCTION STAGING AND AREAS SUBJECT TO RUTTING DURING CONSTRUCTION WILL BE TEMPORARILY STABILIZED WITH GRAVEL. SOIL CONDITIONS AND EQUIPMENT LOADS WILL DETERMINE FINAL DESIGN.
  6. ALL DIMENSIONS SHOWN ARE AT 90 DEGREES UNLESS OTHERWISE NOTED.
  7. CONTRACTOR SHALL CALL AT LEAST 72 HOURS PRIOR TO BEGINNING CONSTRUCTION OR EXCAVATION TO HAVE EXISTING UTILITIES LOCATED. ADDITIONALLY, CONTRACTOR SHALL CONTACT ANY LOCAL UTILITIES THAT PROVIDE THEIR OWN LOCATOR SERVICES.
  8. CONTRACTOR SHALL MAINTAIN ACCESS AND UTILITY SERVICES TO ANY REMAINING BUILDINGS OR ADJACENT BUILDINGS THROUGHOUT THE REMEDIATION AND CONSTRUCTION PHASES. EXISTING IMPROVEMENTS DAMAGED DURING CONSTRUCTION SHALL BE REPLACED/RESTORED TO THE SATISFACTION OF THE OWNER BY THE CONTRACTOR RESPONSIBLE FOR THE DAMAGE.
  9. THE CONTRACTOR SHALL BE FULLY RESPONSIBLE TO PROVIDE SIGNS, BARRICADES, WARNING LIGHTS, GUARD RAILS, AND EMPLOY FLAGGERS AS NECESSARY WHEN CONSTRUCTION ENDANGERS EITHER VEHICULAR OR PEDESTRIAN TRAFFIC. THESE DEVICES SHALL REMAIN IN PLACE UNTIL THE TRAFFIC MAY PROCEED NORMALLY AGAIN.



**LEGEND**

EXISTING CONDITIONS	PROJECT AREA	PROPOSED CONDITIONS
ELECTRICAL (OVERHEAD)	DE	DE
PROPERTY LINES	---	SECURITY FENCE
		SITE ACCESS

**GRAPHIC SCALE**

1" = 150'

**NORTH**

N

**CYPRESS CREEK RENEWABLES**  
3330 OCEAN PARK BLVD. - SUITE 305 - SANTA MONICA, CA 90405  
601A WEST MAIN ST. - CARBONDALE, NC 27510

**PERMIT DRAWING - NOT RELEASED FOR CONSTRUCTION**

DATE: 10-20-16  
DRAWN BY: GBC  
CHECKED BY: XXX  
ZONING SITE PLAN  
Z 1.0

**PORTAGE SOLAR, LLC**  
915 33RD AVE. S  
GREAT FALLS, MT 59405